

**MINUTES OF THE BOARD MEETING
OF THE BRISTOL COUNTY WATER AUTHORITY**

**Tuesday, May 28, 2013
283 County Road, Barrington Town Hall, Barrington, RI**

Pursuant to proper notice, the Board Meeting of the Bristol County Water Authority was called to order by Chairman Klepper at 6:35 pm, 283 County Road, Barrington Town Hall, Barrington, Rhode Island.

Executive Director Pamela Marchand, Legal Counsel Joseph Keough and the following Directors were in attendance at the commencement of the meeting:

Robert Allio, William Gosselin, John Jannitto, Allan Klepper, Georgina Macdonald, Raymond Palmieri, Sr., Frank Sylvia

Directors Absent: Paul Bishop

There was no public input.

1. Approval of Minutes

Director Sylvia made the following motion, seconded by Director Jannitto

MOTION: That the Board minutes of 4/24/13 be approved.

Motion passed unanimously, with corrections.

Director Macdonald made the following motion, seconded by Director Palmieri

MOTION: That the Board minutes of 5/1/13 be approved.

Motion passed unanimously.

Director Sylvia made the following motion, seconded by Director Palmieri

MOTION: That the Board minutes of 5/8/13 be approved.

Motion passed unanimously, with corrections.

2. Executive Directors Report

Executive Director P. Marchand stated that the consumption numbers are still low and the leak detection program that was just completed could have an impact on our consumption. A meeting was held with CDM Smith on the study for the Pawtucket Pipeline, the study should be completed by September. The biggest impediment will be crossing Route 195.

3. AWWA QualServe Survey

Executive Director P. Marchand stated the survey has been completed. The survey compares metrics between BCWA and how we line up with other utilities.

Director Allio stated that this report is a critical benchmark on how BCWA should move forward as a model utility.

4. Poppasquash Road Water Main Improvement Project/Phase I – Bid Award

Director Sylvia made the following motion seconded by Director Macdonald

Motion: To award Poppasquash Road Water Main Improvement Project/Phase I to C.B. Utility of Bristol at a price of \$351,475.00, as presented.

Executive Director P. Marchand stated that the bid is dependent on DOT and DEM permits. There is no cost to BCWA for bringing in the additional supply to the area, as it was requested by the Town of Bristol to provide fire supply. For pipe size upgrades to replace the existing 6" to provide fire supply to the rest of the Poppasquash area, the BCWA would be responsible for the proportional cost of re-lining the existing pipe.

Motion passed unanimously.

5. Ocean State Regional Water Authority

Director Allio stated that there is pending legislation on a Regional Water Authority and BCWA must take a position on this item.

Legal Counsel J. Keough stated that the legislation has been withdrawn, due to great number of people not being in favor of this legislation.

Executive Director P. Marchand stated that the RIWWA had submitted a letter requesting a commission to study creating a regional water authority. She stated that she helped write the basic legislation, which has been changed considerably.

Director Macdonald made the following motion, seconded by Director Allio

MOTION: BCWA to go on record in support of the study for a Regional Water Authority, and ask to be part of the commission and to have this information sent to our legislators.

Motion passed unanimously.

6. Finance Committee Report

Director Allio stated the Committee had met on 5/23/13 and discussed the Annual Report, BCWA audit and metrics reporting. BCWA is a business and should be run as one in accordance with current business standards.

Director Sylvia stated that we are a non-profit business and we raise rates to do work that is necessary.

Director Allio stated that the public must be made aware that BCWA must generate enough profit to support its projects.

Director Allio stated the Finance Committee will be providing a recommendation for the pension management firm at the next meeting.

7. Washington Line of Credit – Resolution

Legal Counsel J. Keough recommends approving the Resolution.

Director Macdonald made the following motion, seconded by Director Allio

MOTION: To approve - Resolution approving the revolving line of credit loan in the maximum principal amount of \$500,000 from the Washington Trust Company, as submitted.

Motion passed unanimously.

8. CAFR – Financial Reporting Standards

Finance Manager M. Champagne stated the auditors will discuss this item at the June Board Meeting.

9. Director's Fees – Change of Policy

M. Champagne stated the auditors will discuss this item at the June Board Meeting.

Director Macdonald stated that a Director's stipend should be able to be sent to a charity, if the Director wishes. M. Champagne stated that, according to our auditors, if a Director refuses to accept money owed them, the money reverts back to the Authority.

Legal Counsel J. Keough stated he had spoken to Director Macdonald about donating her stipend. This should be done by a Board vote to change the BCWA policy to allow charitable donations for this situation.

Following motion made by Director Macdonald and seconded by Director Allio

MOTION: The Board authorizes a Board member to direct their stipend to be donated directly to a charity of their choice, rather than taking the stipend.

Motion passed unanimously.

10. MIS Selection of Vendors

Executive Director P. Marchand stated Staff is recommending CUSI for its CIS and CMMS Systems.

Director Macdonald made the following motion, seconded by Director Gosselin

MOTION: To Authorize the Executive Director to go ahead with negotiations with CUSI from Arkansas for CIS System and CMMS System at a price of \$230,000, as presented.

Director Allio made the following amendments to the motion

AMDENDMENT: Obtain from vendor a detailed list of the milestones for the lifetime of the contract and also discuss with vendor penalties if they fail to meet the contract.

**Director Sylvia seconded the amendment.
Amendment passed unanimously.**

Motion passed unanimously.

Executive Director P. Marchand introduced to the Board BCWA's IT Specialist, Randy Manchester.

11. Pawtucket Water Supply Contract Negotiations

Executive Director P. Marchand stated she is asking the Board to allow her to begin contract negotiations with Pawtucket Water, BCWA is looking to get 4 MGD from Pawtucket. The water rate is set by PUC and is not negotiable said the Executive Director.

Director Sylvia made the following motion, seconded by Director Gosselin

MOTION: To authorize the Executive Director to begin negotiations with Pawtucket Water.

Executive Director P. Marchand explained that mixing water from both Pawtucket and Providence will require treatment of the water for corrosion control as both system treatment methods are not compatible.

Motion passed unanimously.

Chairman Klepper stated that the Board would be entering into Executive Session to discuss 5 items.

Upon a motion duly made and seconded it was

MOTION: Move to go into Executive Session pursuant to RIGL 42.46-5 (2) Union Negotiations, Litigation, Pension and RIGL 42.46-5 (1) Personnel Matter.

Motion passed unanimously.

The Board entered Executive Session at 7:45 pm.

The Board returned to open session at 8:05 pm

12. Providence Water Litigation RIGL 42.46-5(2)

Director Macdonald made the following motion, seconded by Director Allio

MOTION: Authorize Legal Counsel J. Keough to engage David Russell at a cost of \$195 per hour to provide expert testimony for the Providence Water rate case before the PUC.

Motion passed unanimously.

Upon a motion duly made and seconded it was

MOTION: Move to go into Executive Session pursuant to RIGL 42.46-5 (2) Union Negotiations, Litigation, Pension and RIGL 42.46-5 (1) Personnel Matter. No further business will be discussed.

Motion passed unanimously.

The Board entered Executive Session at 8:10 pm.

The Board returned to open session at 8:58 pm.

Upon a motion duly made and seconded it was

VOTED: To seal the executive Session minutes.

Motion passed unanimously.

Upon a motion duly made and seconded it was

MOTION: To adjourn the meeting.

Motion passed unanimously.

There being no further business, the meeting was adjourned at 8:58 pm.

Allan C. Klepper
Chairman

BRISTOL COUNTY WATER AUTHORITY

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE BRISTOL COUNTY WATER AUTHORITY
APPROVING THE REVOLVING LINE OF CREDIT LOAN
IN THE MAXIMUM PRINCIPAL AMOUNT OF \$500,000 FROM
THE WASHINGTON TRUST COMPANY**

Dated: May 28, 2013

RESOLVED: That the Bristol County Water Authority (the "Authority") be, and it hereby is, authorized to borrow a maximum principal amount of \$500,000 on a revolving credit basis from The Washington Trust Company (the "Lender") pursuant to a revolving line of credit loan (the "Loan") at a floating rate of interest equal to the 30-Day LIBOR rate plus 250 basis points, all on such terms and conditions as the Authority, acting through an Authorized Officer of the Authority as hereinafter named, in such Authorized Officer's shall deem necessary, advisable, appropriate and in the best interests of the Authority.

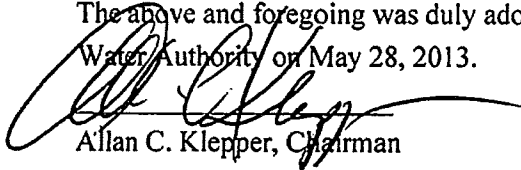
RESOLVED: That each of the Executive Director, Chairman, or Treasurer of the Authority (each, an "Authorized Officer") be, and each hereby is, acting singly, authorized empowered and directed to execute, acknowledge, and deliver to Lender, in the name and on behalf of the Authority, any and all loan agreements, promissory notes or other instruments as may be requested by Lender at any time and from time to time relating to the Loan; amend, modify or supplement any and all such loan agreements, promissory notes, assignments, and other agreements, documents or instruments at any time and from time to time, in such manner and for such purpose as such Authorized Officer shall deem necessary, desirable or advisable; execute, acknowledge and deliver any and all schedules, endorsements, contracts, agreements or other instruments as may be required by any agreement with Lender from time to time, provided that such delivery must occur on or before September 1, 2013; and do and perform all such other acts and things and to pay all expenses deemed by such Authorized Officer to be necessary, desirable or advisable with respect to any matters contemplated by these resolutions in order to effectuate the intent thereof.

RESOLVED: That until Lender receives notice in writing of any change or limitation of resolutions set forth herein or the authority of any Authorized Officer, Lender is authorized to rely upon the authority and power of such resolutions and the Authorized Officer as set forth in these resolutions.

RESOLVED: That any action taken prior to the date of this consent on behalf of the Authority by an Authorized Officer that is within the scope of the authority contemplated in the foregoing resolution be, and it hereby is, ratified, approved and confirmed in all respects.

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The above and foregoing was duly adopted and approved at a meeting of the Bristol County Water Authority on May 28, 2013.



Allan C. Klepper, Chairman